

**AMENDED
BY-LAWS
OF
THE BOARD OF TRUSTEES OF THE
PORT JERVIS FREE LIBRARY**

Dated:7/15/2025

Article I – Name and Purpose

Section 1. Name. This organization shall be called the Port Jervis Free Library (the “Library”).

Section 2. Purpose. The Library is dedicated to the development and promotion of collections, services, and programs which provide opportunities for educational, business, professional, and personal enrichment. The trustees, director, and staff together are committed to excellence and innovation in Library services and operations as well as growth consistent with the community’s ability to provide funding and support.

Article II – Board of Trustees

Section 1. The Board. The Library shall be governed by a Board of Trustees known as the “Board” and each member a “Trustee.”

Section 2. Composition. The Board shall consist of five (5) members. The Board shall consist of members duly elected by residents of the Port Jervis City School District at an election to be held on the first Thursday in June and shall serve a term of five (5) years. Completed Trustee terms expire on June 30 each year.

Section 3. Power to Appoint Library Director. The Board shall have the full and exclusive power to manage and control the property and affairs of Library, including but not limited to, (a) employing a Library Director (the “Director”) and (b) approving all appointments, the titles of the new appointments in alignment with Civil Service designations, and salaries of employees.

Section 4. Vacancies. Vacancies (created by any cause including, but not limited to, removal, resignation, death, non-residency) on the Board may be filled by appointment by the Board for such successor Trustee to serve until the next annual election, at which time such successor Trustee and all other candidates may run for election to complete the remaining unexpired term in accordance with New York State Education Law, Section 226: Powers of Trustees of Institutions.

Section 5. Eligibility. Trustees must be 18 years of age or older, must reside in the Port Jervis City School District, and cannot be currently employed at the Library.

Section 6. Removal. The Board may remove a Trustee for misconduct, incapacity, ineligibility, neglect of duty, refusal to carry into effect the Library's educational purpose, or as otherwise permitted by applicable law, in accord with the procedures set forth in Education Law 226; subsection 8 and as otherwise by applicable law.

If any Trustee fails to attend three consecutive meetings without excuse accepted as satisfactory by a majority of Trustees, the Trustee shall be deemed to have resigned.

Section 7. No individual acts. All actions of the Board shall be of the Board as a unit. No individual Board member shall act on behalf of the Board, on any matter, without authorization of the Board. No Board member, by virtue of their office, shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee, contractor, or professional paid with Library funds.

Section 8. No compensation. Board members shall not receive compensation for their services in their capacity as a Trustee. Board members may be reimbursed for their reasonable travel and other expenses in attending meetings of the Board so long as such expenses have been authorized by the Board.

Article III – Duties of Officers and Appointees

Section 1. Composition. The Officers of the Library shall consist of: President, Vice President, Secretary and Treasurer and, at the Board's option, a Financial Officer (who shall oversee and report on the actions of the Treasurer) (collectively "Officers"). To be an Officer, other than the Treasurer, such person must be a Trustee.

The Board must appoint or employ an independent Treasurer who is not a member of the Board.

The Board may, from time to time, determine additional officer positions are appropriate and may elect such officers accordingly, and shall have such authority.

Section 2. Term. Officers are elected by the Board annually at the Reorganizational Meeting for a term of one (1) year beginning on July 1.

Section 3. President. The President is responsible for leadership of the Board and shall preside at all meetings of the Board and may choose to serve as ex officio (voting) member on all committees. The President may execute all documents authorized by the Board. The President may vote upon, move, or second a proposal before the Board. The President shall be the official spokesperson for the Board and serve as liaison between the Board and the Director. The President shall also generally perform all duties associated with that office.

- Section 4. Vice-President.** The Vice President shall assume and perform the functions of the President in the event of absence or disability of the President, or in the event of a vacancy in that office.
- Section 5. Secretary.** The Secretary shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
- Section 6. Treasurer.** The Treasurer shall be the disbursing officer and shall perform such duties as generally devolve upon the office. In the absence or inability of the Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate.
- Section 7. Bond.** The Director and Treasurer may be required to be bonded in such an amount as may be required by the Board and/or applicable law.
- Section 8. No compensation.** Other than the Treasurer, the Officers shall receive no compensation for their services in these capacities, except Officers may be reimbursed for authorized (by the Board) expenses related to their duties as Officers in the sole discretion of the Board.
- Section 9. Vacancies.** Any vacancy of any office, however arising, may be filled at any time by the Board.
- Section 10. Removal.** The Board may remove or suspend any Officer for misconduct, incapacity, ineligibility, neglect of duty, refusal to carry into effect the Library's educational purpose, or as otherwise permitted by applicable law, in accord with the procedures set forth by applicable law.

Article IV – Library Director

- Section 1. Executive Officer.** The Director shall be considered the executive officer of the Board and shall have charge of the administration of the Library under, and subject to, the direction and review of the Board.
- Section 2. Duties.** The Director shall be responsible for the care of the buildings and equipment; for the selection (but not appointment, titles or salary) and management of the staff; for the efficiency of the library's service to the public; and for the operation of the library under the financial conditions contained in the annual budget. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of library service. The Director shall also perform such duties as are usually required of the Director and such other duties as the Board may direct.

Section 3. Attendance at Meetings. The Director shall attend all meetings of the Board with the exception of the meetings in which the Director's appointment, employment, performance and/or related issues are to be discussed or decided. The Director may take part in the Board's deliberations at the Board's request, but shall have no vote.

Section 4. Annual Report. The Director shall submit to the Trustees an Annual Report on the progress and conditions of the Library, accompanying the same with recommendations and suggestions.

Article V – Board Meetings

Section 1. Regular meetings. The Board shall hold regular meetings at least eleven (11) times per calendar year on the 2nd Tuesday of the month at 6 pm.

Section 2. Notice. Notice of the time and place of every meeting shall be (i) sent by the Secretary by email to each Trustees at their respective designated email addresses at least 6 days' prior to the meeting, (ii) posted to the Library's website and entry ways at least 48 hours in advance, and (iii) published or provided as otherwise required by applicable law.

Section 3. Quorum. A simple majority of the total number of seats on the Board (including vacancies) shall constitute a quorum. A quorum is required to hold a Board meeting. If, however, a quorum shall not be present or represented at any meeting of Board, the Trustees in attendance thereat, shall have power to adjourn the meeting or, if it is known in advance that a quorum will not be present at a scheduled regular meeting, the meeting may be adjourned by the Trustees for a time at which a quorum can be present.

Section 4. Annual / Reorganizational Meeting. The Board shall hold an Annual/ Reorganizational Meeting at the first meeting in July for the purpose of electing Officers and considering any other business that may properly come before an Annual / Reorganizational Meeting.

Section 5. Special Meeting. A Special meeting of the Board may be called (i) by the President or (ii) on written request of at least three (3) Trustees to the Board.

Section 6. Meeting Location(s). Each meeting shall be held at the Library, in the community room of the Library, or at such other place(s) as may be approved by the Board and identified in the notice(s) of such meeting.

Section 7. Conduct. Robert's Rules of Order, Newly Revised, will govern conduct and flow of the meetings.

Section 8. Voting. At any meeting of the Board, each Trustee shall be entitled to one (1) vote. Votes shall take place only during meetings of the Board where a quorum is present and only by Trustees present at such meeting, including any Trustees deemed present at a meeting in accordance with applicable law, such as those participating by videoconferencing. Except as otherwise provided by law or these Bylaws, the affirmative vote of the number of Trustees equal to the simple majority of the total

number of seats on the Board (including vacancies) shall be required to approve an act by the Board.

Section 9. Videoconferencing. Any one or more Trustees, the Director, or any committee(s) of the Board may participate in a meeting of the Board by means of videoconference, including, without limitation, by Zoom, Google Meet, Microsoft Teams, etc., when permitted by and in compliance with applicable law, these Bylaws, and the Board.

Section 10. Meetings. Meetings of the Board shall be held in conformity with the New York State Open Meetings Law and other applicable law.

Article VI – Committees

Section 1. Creation and Duration. The President shall appoint committees of one or more members each for such a specific purpose as the business of the Board may require from time to time. The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

Section 2. Progress Reports. All committees, at their discretion, will have the opportunity to make progress reports to the Board at each of its meetings.

Section 3. Advisory Powers. All committees will operate in advisory capacity only. No committee will have powers other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

Article VII – Fiscal Year

The fiscal year of the Library shall run from July 1 to June 30.

Article VIII - Amendments

These Bylaws may be amended, in whole or in part, by action of the Board of Trustees at a regular or special meeting, in conformance with applicable law.

Article IX – Indemnification

The Library shall indemnify, to the fullest extent permissible under Public Officers Law §18 and other applicable law, any person, and the heirs and personal representatives of such person, against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by or imposed upon such person, or in connection with, or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which such person is a party or is threatened to be made a party by reason of such person being or having been a Trustee, officer, employee or agent of the Library, or of another library, joint agent of the Library, or of another library, joint venture, trust or other organization in which such person serves as a director, officer, employee or agent at the request of the Library, or by reason of such person being or having been an administrator or a member of any

board or committee of the Library. To the fullest extent permissible under law, the Library may advance expenses incurred in defending a civil or criminal action, suit or proceeding to any such Trustee, officer, employee or agent upon receipt of any undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, if it shall ultimately be determined that such person is not entitled to indemnification by the Library.

Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification.

Except as otherwise provided by law, the duty to indemnify and save harmless prescribed by this Article shall not arise where a final judgment is rendered against a prospective indemnitee that the injury or damage to be indemnified resulted from intentional wrongdoing or recklessness on the part of the indemnity.

If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, such finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in this Article may otherwise be entitled or permitted by contract, the Library's Charter, vote of the Board, or otherwise, it being the policy of the Library that indemnification of any person described in this Article IX shall be made to the fullest extent permitted by applicable law.

The Library may (but is not obligated to) purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Library, or is or was serving at the request of the Library as a Trustee, officer, employee or agent of another Library, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Library would have the power to indemnify such person against such liability under Public Officers Law §18 or other applicable law.

Adopted: July 15, 2025